

# **EXHIBIT 1**

**CERTIFICATE OF FORMATION**

**OF**

**EOLAS TECHNOLOGIES INCORPORATED**

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**

**JUL 13 2009**

**Corporations Section**

The undersigned organizer of a corporation acting pursuant to the Texas Business Organizations Code, as amended from time to time (the "Code") hereby adopts the following Certificate of Formation for such corporation:

**ARTICLE I**

The name of the corporation is Eolas Technologies Incorporated (hereinafter referred to as the "Corporation").

**ARTICLE II**

The Corporation is a for-profit corporation.

**ARTICLE III**

The purpose for which the Corporation is formed is to transact any and all lawful business for which for-profit corporations may be formed under the Code.

**ARTICLE IV**

The street address of the registered office of the Corporation is 350 North St. Paul Street, Dallas, Texas 75201, and the name of its initial registered agent at such address is CT Corporation System.

**ARTICLE V**

The number of directors currently constituting the Board of Directors is three (3), and listed below are the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders of the Corporation or until their respective successors are elected and qualified.

Name

Address

Michael D. Doyle

1102 Shady Lane  
Wheaton, Illinois, 60187

David Roseman

4629 N. Ridge Rd.,  
Mears, Michigan, 49436

Gregory Young

18216 North Shore Estates,  
Spring Lake, Michigan, 49456

**RECEIVED**

**JUL 13 2009**

**Secretary of State**

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## **ARTICLE VI**

The Corporation is authorized to issue one class of stock to be designated "Common Stock," without par value. The total number of shares which the Corporation is authorized to issue is 650,000.

## **ARTICLE VII**

No shareholder shall have any preemptive rights to acquire any proportional amounts of the Corporation's unissued or treasury shares on the decision of the Board of Directors to issue such shares.

## **ARTICLE VIII**

Notwithstanding any provision of the Code now or hereafter in force requiring for the approval of any action the affirmative vote of two-thirds, or any other percentage greater than a majority, of the outstanding shares entitled by law to vote thereon or of the outstanding shares of a class or series entitled by law to vote separately as a class or series thereon, such action may be authorized and taken by the affirmative vote of the holders of a majority of such outstanding shares, or such outstanding shares of a class or series, as applicable. Except as provided in the preceding sentence, in all other circumstances requiring the approval of the outstanding shares of a class or series, the vote of the holders of a majority of the shares entitled to vote and represented in person or by proxy at any shareholders' meeting at which a quorum is present shall be the act of the shareholders. This provision shall not impair any other express provision of this Certificate of Formation or contractual rights granted by the Board of Directors that expressly require greater than a majority or class vote on certain corporate actions.

## **ARTICLE IX**

Cumulative voting is expressly prohibited. Directors shall be elected by majority vote of the shares represented at any meeting at which a quorum is present.

## **ARTICLE X**

Any action required by the Code to be taken at any annual or special meeting of shareholders, or any action that may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

## **ARTICLE XI**

Notwithstanding the formation of the Corporation under the Code, the power of the Corporation to indemnify its directors, officers, employees and agents shall be determined by reference to the General Corporation Law of the State of Delaware. Accordingly, the Corporation shall have the power to indemnify its directors, officers, employees or agents to the

full extent permitted by the General Corporation Law of the State of Delaware as now in force or hereafter amended.

## ARTICLE XII

Notwithstanding the formation of the Corporation under the Code, the liability of directors of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be determined by reference to the General Corporation Law of the State of Delaware. Accordingly, no director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as provided for in Section 102(13)(7) of the General Corporation Law of the State of Delaware as now in force or as hereafter amended. Any repeal or modification of this Article XII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE XIII

No contract or other transaction between the Corporation and any person, firm, association or corporation and no act of the Corporation, shall, in the absence of fraud, be invalidated or in any way affected by the fact that any director of the Corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director, shareholder, officer, employee, member or otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting, and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the Corporation or to any shareholder or creditor thereof for any loss incurred by the Corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.

## ARTICLE XIV

Listed below are the name and address of the organizer.

<u>Name</u>	<u>Address</u>
James L. Stetson	1308 Sherman Avenue, Unit 2 South Evanston, Illinois 60201

## ARTICLE XV

The bylaws of the Corporation may be altered, changed, amended or repealed as provided by statute, or at any meeting of the Board of Directors by affirmative vote of a majority of all of the directors.

## ARTICLE XVI

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

EXECUTED on this 13th day of July, 2009.

James L. Stetson

James L. Stetson  
Organizer